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KELLY DEVELOPMENT, LLC  
200 Grand Blvd.  
Vancouver, WA 98661  
360-737-6790  
503-285-0812  
FAX 503-285-0839



May 25, 2005

VIA REGISTERED MAIL – RETURN RECEIPT REQUESTED

Ms. Jennifer Byrne  
Office of the Regional Counsel  
US EPA - Region 10; ORC-158  
1200 Sixth Avenue  
Seattle, WA 98101

Re: MEH LLC Request for Transfer of Covenant Not to Sue  
Agreement in the Matter of Frontier Hard Chrome Site, EPA Docket  
CERCLA-10-2003-0009

Dear Jennifer:

In accordance with Section XII of the Agreement and Covenant Not to Sue, Docket No. CERCLA-10-2003-0009 ("Agreement"), the undersigned parties, MEH LLC and Grand Boulevard Investments LLC, hereby request that the United States Environmental Protection Agency ("EPA") transfer the Covenant Not to Sue currently provided by the United States to Kelly Development LLC to both MEH LLC and Grand Boulevard Investments LLC. The Agreement was originally entered into by and between EPA and Kelly Development LLC concerning the real property located at and adjacent to 109 Y Street in Vancouver, Washington (collectively, the "Property"). The effective date of the Agreement was March 1, 2004.

MEH LLC and Grand Boulevard Investments LLC individually acknowledge that each has reviewed the Agreement, including any modification and notices thereto. Pursuant to paragraph 30 of the Agreement, MEH LLC and Grand Boulevard Investments LLC each hereby agree and certify with regard to their respective entities that:



1. Neither MEH LLC nor Grand Boulevard Investments LLC has caused or contributed to the release or threat of release of any Existing Contamination, as that term is defined in the Agreement. Both parties further certify and confirm compliance with the Certification requirements of Section VIII of the Agreement;

2. Neither MEH LLC nor Grand Boulevard Investments LLC will use the Property in any manner that could cause or contribute to the migration or release of Existing Contamination;

3. MEH LLC and Grand Boulevard Investments LLC will comply with Institutional Controls for the Property as set forth in paragraph 14 and Exhibit 1 of the Agreement;

4. MEH LLC and Grand Boulevard Investments LLC will permit access to the Property as set forth in paragraph 15 of the Agreement;

5. MEH LLC and Grand Boulevard Investments LLC will exercise due care at the Site and cooperate with EPA as set forth in paragraph 18;

6. Neither MEH LLC nor Grand Boulevard Investments LLC will interfere with response actions taken on or around the Property; and

7. MEH LLC and Grand Boulevard Investments LLC each agree to be bound by and subject to the terms of the Agreement, and will act consistent with the terms of the Agreement.

By submission of this letter to EPA (signed by persons authorized to bind the respective parties making this request for transfer of the covenant not to sue), MEH LLC and Grand Boulevard Investments LLC are requesting that EPA agree to transfer to MEH LLC and Grand Boulevard Investments LLC all rights and privileges under the covenant not to sue and contribution protection currently held by Kelly Development LLC. If at any time EPA determines that MEH LLC's or Grand Boulevard Investments LLC's Certification is materially inaccurate or incomplete, the Covenant Not to Sue and Contribution Protection shall be null and void and the United States and EPA reserve any and all rights they may have. In addition, pursuant to paragraph 30 of the Agreement, Kelly Development LLC, as assignor or transferor, "shall continue to be bound by all the terms and conditions, and subject to all the benefits, of th[e] Agreement."

JH/K

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Jennifer Byrne, Esq.  
United States EPA  
May 25, 2005  
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EPA's signature on this letter will make the transfer of the above-referenced covenant and attendant rights and protections to MEH LLC and Grand Boulevard Investments LLC effective and will confirm the continued Agreement obligations and benefits of and to Kelly Development LLC. Notices and submissions required under the Agreement shall be sent to the following contact person:

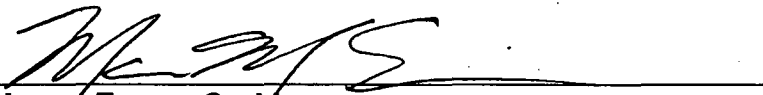
Mark Fleischauer  
821 Third Avenue  
Longview, WA 98632

So acknowledged and agreed:


**MEH LLC**

  
\_\_\_\_\_  
Mason Evans, Co-Manager  
May 25, 2005

**GRAND BOULEVARD INVESTMENTS LLC**

  
\_\_\_\_\_  
Mason Evans, Co-Manager  
May 25, 2005

**U. S. ENVIRONMENTAL PROTECTION AGENCY**

  
\_\_\_\_\_  
Jennifer Byrne, Assistant Regional Counsel  
June 6, 2005

**JH|K**